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SEC 1972 (6-

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid

02) OMB control number.

BESTAVAILABLE COPY

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response... 1

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY					
Prefix	Serial				
DATE RECE	I I I I I I I I I I I I I I I I I I I				
P101111000	17 1117				

Name of Offering ([] check if this	is an amendment and name has changed, and in	ndicate change.)
Filing Under (Check box(es) that apply):	[] Rule 504 [] Rule 505 [X] Rule 506 []	Section 4(6) [] ULOE
Type of Filing: [] New Filling [3	(] Amendment	PROCESSEI
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested	a about the issuer	THOMSON
Name of Issuer ([] check if this i MediaCom, LLC	s an amendment and name has changed, and in	dicate change.) <u>InSite</u>
Address of Executive Offices Beverly Hills, CA. 90210 T	(Number and Street, City, State, Zip Code) 13 elephone Number (Including Area Code) 310-86	

Number (Including Area C	ess Operations (Number and Street, City, State, Zip Code) Telephone ide) Offices) Same as Executive Office	
Brief Description of Busine communications towers.	ss: Acquire, develop and operate outdoor advertising billboards and	
Type of Business Organiz	tion	
[] corporation	[] limited partnership, already formed [X] other (please specify)	:
[] business trust	[] limited partnership, to be formed	
	Month Year	
Actual or Estimated Date	f Incorporation or Organization: [0] 4] [0] 1] [X] Actual	
Jurisdiction of Incorporation	or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D][E]	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Smith, Randa	ali N.		
Business or Resider Beverly Hills, CA. 90		nber and Street,	City, State, Zip Code): 1317 Beverly	Estate Drive,
Check Box(es) that Apply:	[X] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Friend, Marly	n		
Business or Residen Beverly Hills, CA. 96		ber and Street,	City, State, Zip Code): 1317 Beverly	Estate Drive,
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[X] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Flutie, Glenn	A.		
Business or Residen Plantation, FL. 3331	•	ber and Street,	City, State, Zip Code): 5330 SW 14 th	Street,
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[X] Executive Officer		General and/or Managing Partner
Full Name (Last nam	ne first, if individue	al) Sivertsen, B.	Eric		······································
Business or Residen Washington, D.C. 20		ber and Street,	City, State, Zip Code): 4841 Foxhall (Crescent, N.W.,

Check Box(es) that Apply:	[] Promoter [] B O	eneficial Iwner	[] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nam	e first, if individual)	Smith, Denison	E		
Business or Resident 10400 Eaton Place, S			y, State, Zip Code	e): c/o Aims Wo	rldwide, Inc.,
Check Box(es) that Apply:	[] Promoter [X] E	Beneficial Dwner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name	e first, if individual)	Chase, Derwoo	d S., Jr.		
Business or Resident 300, Charlottesville, \	•	and Street, Cit	y, State, Zip Code	e): 300 Preston A	venue, Suite
Check Box(es) that Apply:	[] Promoter [X] E	Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name	e first, if individual) R	Roadside Media	Com, LLC		
Business or Residence Beverly Hills, CA. 90	•	and Street, Cit	y, State, Zip Code	e): 1317 Beverly	Estate Drive,
(Use blant	sheet, or copy and	d use addition	al copies of this	sheet, as neces	sary.)

•

B. INFORMATION ABOUT OFFERING

offering	g?		d, or do	es the iss	uer inte	nd to sell,	to non-acc	credited	investo	rs in this	Yes	No [X]
	-		An:	swer also	in Appe	endix, Coli	umn 2, if fil	ing unde	er ULOE	Ξ.		
2. Wha	at is the	e minim					d from any				\$50,	000
3. Doe	s the o	offering	permit j	oint owner	rship of	a single u	nit?	•••••	••••••		Yes [X]	No []
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Full Na	ame (La	ast nam	e first, i	f individua	al) Smit	h, Deniso	n E.					
Clint M	loore F	Rd., Suit	e 100, l	Boca Rato	on, FL.		city, State,	Zip Cod	e): c/o l	Noesis C	Capital Co	rp., 1801
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(Chec	k "All	States'	or che	ck indivi	idual S	tates)				[] All Sta	ites
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Full Name (Last name first, if individual): Gomprecht, Irv Business or Residence Address (Number and Street, City, State, Zip Code); c/o Noesis Capital Corp., 1801 Clint Moore Rd., Suite 100, Boca Raton, FL. 33487 Name of Associated Broker or Dealer: Noesis Capital Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)] All States [AL] [AZ] [DE] [FL] X [AK] [AR] [CA] [CO] [CT] [DC] [GA] [HI][IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] X [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] X [MM] [NY] X [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [INT] [TX][WV] [N][WY] [PR] [UT] [VA] [WA] Full Name (Last name first, if individual) Noesis Capital Corp. Business or Residence Address (Number and Street, City, State, Zip Code): 1801 Clint Moore Rd., Suite 100, Boca Raton, FL. 33487 Name of Associated Broker or Dealer: States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)] All States [AK] [AZ] [AR] [CA] X [CO] [DE] [DC] X [FL] X [GA] [HI] [CT] (ID) X [IL] X [IN] [IA] X [KS] [KY] [LA] [ME] [MD] X [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] X [NH] [NJ] X [NM] [NY] X [NC] [ND] [OK] [OR] X [OH] [PA] [RI] [SC] [SD] [TN] [TX] X [UT] X [VT] [VA] X [WA] [VV][WI] [WY] [PR] Full Name (Last name first, if individual): Bartlett, Alvery Business or Residence Address (Number and Street, City, State, Zip Code); c/o Berthel Fisher, 701 Tama Street, Marion, Iowa 52302-0609 Name of Associated Broker or Dealer: Berthel Fisher States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)] All States [AK] [AZ] [AL] [AR] [CA] [CO] [CT] [DE] [DC] X [FL] [GA] [HI] [ID] [IL] X [IN] [IA] X [KS] [KY] [LA] [ME] [MD] X [MA] [MI] X [MN] [MS] [MO] X [MT] [NE] [NV] X [ND] [OH] X [OR] [NH] X [MM] [LM] [NY] [NC] [OK] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT][VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual): Arledge, John Business or Residence Address (Number and Street, City, State, Zip Code); c/o Berthel Fisher, 701 Tama Street, Marion, Iowa 52302-0609 Name of Associated Broker or Dealer: Berthel Fisher States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] X [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NH] [NE] [NV] [NJ] [MM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX][UT] [VT][VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual): Fisher, Fred Business or Residence Address (Number and Street, City, State, Zip Code): c/o Berthel Fisher, 701 Tama Street, Marion, Iowa 52302-0609 Name of Associated Broker or Dealer: Berthel Fisher States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)] All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [KS] X [IL] [IN] [IA] X [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] X [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [XT] [VT][VA] [WA] [WV][WI] [WY] [PR] Full Name (Last name first, if individual): Derks, Bruce Business or Residence Address (Number and Street, City, State, Zip Code): c/o Berthel Fisher, 701 Tama Street, Marion, Iowa 52302-0609 Name of Associated Broker or Dealer: Berthel Fisher States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual) Berthel Fisher Business or Residence Address (Number and Street, City, State, Zip Code): 701 Tama Street, Marion, lowa 52302-0609 Name of Associated Broker or Dealer: States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)] All States [DC] X [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [GA] (HI) [FL] [ID] [IL] X [IN] [IA] X [KS] X [MN] [MS] [KY] [LA] [ME] [MD] X [MA] [MI] X [MO] X [TM] [NE] [NV] X X [HM] [NJ] [NM] [NY] [NC] [ND] [OH] X [OK] [OR] [PA] [RI] [SC] [SD] [TN] [X] [TV] [TV] [XT] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the obselow the amounts of the securities offered for exchange and already exchanged.	e	
Type of Security	Aggrega Offering Price	Amount Aiready
Debt	\$0	\$0
Equity (Class G LLC Membership Unit)	•	00 \$5,285,391.30
[X] Common [] Preferred	• • • • • • • • • • • • • • • • • • • •	
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other (Specify).	\$0	\$0
Total	\$10,500,0	00 \$5,285,391.30
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE.	Number Investors 98 0 N/A	Aggregate Dollar Amount of Purchases \$5,285,391.30 \$ 0 \$ N/A
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	N/A	
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[] \$0
Printing and Engraving Costs	[x]\$19,250
Legal Fees	[X]\$45,500
Accounting Fees	[X]\$15,000
Engineering Fees	[] \$0
Sales Commissions (specify finders' fees separately)	
Other Expenses (identify) (Due Diligence Fee)	[] \$52,853.91
Total	[X]\$502,581.30

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$4,782,810

Payments to

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Officers, Directors, &	Payments To
	Affiliates	Others
Salaries and fees	[]\$0	[]\$0
Purchase of real estate	[]\$0	[]\$0
Purchase, rental or leasing and installation of machinery and equipment	[] \$0	[]\$0
Construction or leasing of plant buildings and facilities	[]\$0	[]\$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$0	[]\$0
Repayment of indebtedness	[]\$	[]\$0
Working capital	[]\$0	[X] \$4,782,810
Other (specify):	[]\$0	[]\$0
	[] \$0	[]\$0
Column Totals	[] \$	[X] \$4,782,810
Total Payments Listed (column totals added)	[X]\$4,7	82,810

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type)	Signature	Date
InSite MediaCom, LLC	19 5 Julie	8/20104
Name of Signer (Print or Type)	Title of Signer (Print or	Гуре)
Randall N. Smith	Chairman & CEO	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
InSite MediaCom, LLC	Is & Jue De	8/20104
Name of Signer (Print or Type)	Title (Print or Type)	
Randall N. Smith	Chairman & CEO	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2								
	Intendent sell to not accred investo Stat (Part B	on- dited ors in te -ltem	Type of security and aggregate offering price offered in state (Part C-Item 1)	6	4 Type of inves amount purchas (Part C-Ite	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Class G LLC Units/ \$211,974	7	\$211,974	0			X
СО									
СТ									
DE									
DC		X	Class G LLC Units/ \$281,232	6	\$281,232	0			X
FL		X	Class G LLC Units/ \$276,733.80	6	\$276,733.80	0			X
GA									
HI									
ID		X	Class G LLC Units/ \$378,924	10	\$378,924	0			Х
IL		X	Class G LLC Units/ \$65,205	3	\$65,205	0			X
IN									
IA		Х	Class G LLC Units/ \$300,006	7	\$300,006	0			X
KS		X	Class G LLC Units/ \$50,022	2	\$50,022	0			. X
KY									
LA									

ME						
MD	Х	Class G LLC Units/ \$1,527,865.50	26	\$1,527,865.50	0	X
MA						
МІ	х	Class G LLC Units/ \$52,500	1	\$52,500	0	X
MN						
мѕ						
мо	X	Class G LLC Units/ \$84,987	3	\$84,987	0	X
мт						
NE						
NV	X	Class G LLC Units/ \$75,012	2	\$75,012	0	X
NH	X	Class G LLC Units/ \$55,020	1	\$55,020	0	X
ИJ	X	Class G LLC Units/ \$125,013	2	\$125,013	0	X
NM	İ					
NY	X	Class G LLC Units/ \$1,145,718	6	\$1,145,718	0	X
NC						
ND						
он	X	Class G LLC Units/ \$75,600	2	\$75,600	0	X
ОК						
OR	X	Class G LLC Units/ \$102,501	2	\$102,501	0	X
PA						
RI						
SC						
SD						
TN						
TX	X	Class G LLC Units/ \$50,001	1	\$50,001	0	X
UT	X	Class G LLC Units/ \$75,012	1	\$75,012	0	X
VT						
VA	х	Class G LLC Units/ \$352,065	10	\$352,065	0	X

WA				
WV				
WI				
WY				
PR				